

FNB CORP/FL/
Form 4
February 11, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORTENSEN PETER

(Last) (First) (Middle)

426 ROBERTSON ROAD

(Street)

HERMITAGE, PA 16148

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FNB CORP/FL/ [FNB]

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 81,241 | D | |
| Common Stock | | | | | 444.7606 ⁽¹⁾ | I ⁽²⁾ | By Wife |
| Common Stock | | | | | 27,298.4388 ⁽³⁾ | I | By Trust (Deferred Plan) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Granted 01/18/1998) | \$ 13.78 | | | | | (4) 01/18/2008 | | Common Stock | 5,700 |
| Stock Options (Granted 01/23/2000) | \$ 10.21 | | | | | (4) 01/23/2010 | | Common Stock | 95,960 |
| Stock Options (Granted 01/23/2000) | \$ 10.21 | | | | | 01/24/2001 01/23/2010 | | Common Stock | 1,319 |
| Stock Options (Granted 01/22/2001) | \$ 10.44 | | | | | (4) 01/22/2011 | | Common Stock | 93,899 |
| Stock Options (Granted 01/22/2001) | \$ 10.44 | | | | | 01/23/2002 01/22/2011 | | Common Stock | 1,457 |
| Stock Options (Granted 01/20/2002) | \$ 12.94 | | | | | (4) 01/20/2012 | | Common Stock | 162,980 |
| Stock Options (Granted 01/20/2002) | \$ 12.94 | | | | | 01/21/2003 01/20/2012 | | Common Stock | 1,418 |
| | \$ 13.75 | | | | | 01/21/2004 01/20/2013 | | | 2,372 |

Stock
Options
(Granted
01/20/2003)

Common
Stock

Common
Stock
Equivalent \$ 20.48
(5)

(6) (7)

Common
Stock 15,632.78

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| MORTENSEN PETER 426 ROBERTSON ROAD HERMITAGE, PA 16148 | X | | Chairman | |

Signatures

/s/ Peter
Mortensen 02/11/2005

__Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 18.7756 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (2) Beneficial ownership of these shares are disclaimed.
- (3) Includes 1152.4168 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.
- (4) Options are fully vested and are available for immediate exercise.
- (5) Represents credit under a supplemental retirement plan for employer matching stock contributions which reporting person receives upon retirement.
- (6) Upon entitlement to amounts under exempt 401(k) Plan.
- (7) Not applicable; represents credit under supplemental retirement plan for employer matching stock contribution which reporting person was prevented from receiving under exempt 401(k) plan.
- (8) Includes 659.3739 shares acquired under the F.N.B. Corporation Dividend Reinvestment Plan.

Remarks:

Statement of holdings as of 12/31/04.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.